

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

GARY FRIEDRICH ENTERPRISES, LLC and  
GARY FRIEDRICH,

Plaintiffs,

- against -

MARVEL ENTERPRISES, INC., MARVEL  
ENTERTAINMENT, INC., MARVEL  
STUDIOS, INC., MARVEL CHARACTERS,  
INC., HASBRO, INC., TAKE-TWO  
INTERACTIVE, COLUMBIA TRI-STAR  
MOTION PICTURE GROUP, COLUMBIA  
PICTURES INDUSTRIES, INC., CRYSTAL  
SKY PICTURES, RELATIVITY MEDIA LLC,  
MICHAEL DELUCA PRODUCTIONS, INC.,  
SONY PICTURES ENTERTAINMENT, INC.  
and SONY CORPORATION OF AMERICA,

Defendants.

08-CV-01533 (BSJ) (JCF)

DECLARATION OF CHRISTINA RECCHIO  
IN OPPOSITION TO PLAINTIFFS' MOTION TO TRANSFER VENUE

CHRISTINA RECCHIO hereby declares pursuant to 28 U.S.C. § 1746 as follows:

1. I am the Director of Marketing for 2K Play, a wholly-owned subsidiary of Take-Two Interactive, Inc. ("Take-Two"), a defendant in the above-captioned action. I submit this declaration in opposition to Plaintiffs' motion to re-transfer venue of this action from the Southern District of New York to the Eastern District of Missouri.

2. Take-Two is a Delaware corporation with its principal place of business in New York, New York. Take-Two does not have any offices or any employees located in Missouri. 2K Games, Inc. ("2K"), which is a wholly-owned subsidiary of Take-Two and is the

entity that manufactured and markets the software games utilizing the copyrights and trademark relating to the Ghost Rider character and the other characters at issue in this action, is a Delaware corporation which maintained its principal place of business in Manhattan until approximately September, 2007, and now maintains its principal place of business in Novato, California. 2K has employees in New York who work out of Take-Two's offices in Manhattan and New York employees of Take-Two or 2K perform the majority of 2K's finance, record keeping, publishing, sales and legal functions. Take-Two currently anticipates that the following party witnesses will testify on its behalf:

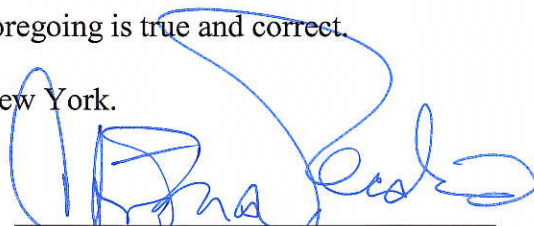
(a) A representative of Take-Two will testify concerning Take-Two's licensing of the right to utilize the copyrights and trademark relating to the Ghost Rider character and the other characters at issue in this action for certain software games, and its use of those rights and its copyright registrations relating to its works utilizing the Ghost Rider character. Take-Two negotiated its agreement regarding the license for the rights in New York and the representative who will testify regarding the licensing arrangement and Take Two's utilization of the rights will be a New York-based employee.

(b) A financial representative of Take Two will testify concerning Take Two's revenues and expenses relating to the manufacture and distribution of software games utilizing the Ghost Rider character. Take Two's accounting operations as they relate to the Ghost Rider rights are conducted out of its offices in New York, and the representative who will testify regarding the financial aspects of the manufacture and distribution of Ghost Rider software will be a New York-based employee. All of Take Two's licensing files, its copyright registrations and its financial documents relating to the manufacture and distribution of software games utilizing the Ghost Rider character are located in New York.

3. It would be much more convenient for Take-Two to litigate this action in the Southern District of New York, or even the Central District of California, than it would be for Take-Two to litigate this action in the Eastern District of Missouri. As noted above, Take-Two's principal place of business is in New York. It would be much less disruptive for representatives of 2K, to the extent their testimony or participation in this action becomes necessary, to travel to New York and conduct business from Take-Two's New York office than to travel to Missouri. Take-Two's representatives do not travel to Missouri for business. Take-Two's in house legal staff is located in Manhattan, and Take-Two has established relationships with outside counsel in New York in connection with various matters, but has no relationship with any firms in Missouri. David Fleischer and Jodi Kleinick of Paul, Hastings, Janofsky & Walker LLP, who have been representing all of the defendants in this action since April 2007, are both located in New York.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 28, 2008 in New York, New York.

  
CHRISTINA RECCHIO